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UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF CALIFORNIA

HST AUTOMOTIVE, LLC, a California limited liability company; and RONALE, INC., a Nevada corporation,, Plaintiffs, vs. DENISE HALICKI, an individual; THE ORIGINAL GONE IN 60 SECONDS, LLC, Delaware limited liability company; HALICKI FILMS, LLC, a California limited liability company; ELEANOR LICENSING, LLC, a Delaware limited liability company; and DOES 1-10, inclusive,, Defendants.	CASE NO. 08 CV 0337 JAH RBB **NOTICE OF RELATED CASES**

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Defendants Denice Halicki, The Original Gone in 60 Seconds LLC, Halicki Films LLC, and Eleanor Licensing, LLC (collectively, "the Halicki Parties"), by their counsel, hereby state that this action is related to the following cases:

1. *Denice Shakarian Halicki, The Original Gone in 60 Seconds, LLC and Halicki Films, LLC v. Carroll Shelby, Carroll Shelby International, Inc., Carroll Shelby Licensing, Inc., Carroll Shelby Engineering, Inc., Carroll Shelby Motors, Inc., Carroll Shelby Distribution International, Inc., Carroll Hall Shelby Trust, Unique Motorcars, Inc., Unique Performance, Inc., Sanderson Sales & Marketing, and DOES 2 through 10, inclusive*, USDC Case No. CV-04-8813 (the "First Shelby Action");

2. *Denice Shakarian Halicki, The Original Gone in 60 Seconds, LLC, Halicki Films, LLC and Eleanor Licensing, LLC v. Carroll Shelby, Carroll Shelby International, Inc., Carroll Shelby Licensing, Inc., Carroll Shelby Engineering, Inc., Carroll Shelby Motors, Inc., Carroll Shelby Distribution International, Inc., Carroll Hall Shelby Trust, Unique Motorcars, Inc., Unique Performance, Inc., Sanderson Sales & Marketing, Steve Sanderson, Sanderson C&C Ltd., and DOES 4 through 10, inclusive*, USDC Case No. CV-07-6859 (the "Second Shelby Action"); and

3. *Denice Shakarian Halicki, The Original Gone in 60 Seconds, LLC, Halicki Films, LLC and Eleanor Licensing, LLC v. Edward Monfort, an individual; Ronaele Mustang, Inc., a Florida corporation; Ronaele, LLC, a Georgia limited liability company; Ronaele, Inc., a Nevada corporation; HST Automotive, LLC, a California limited liability company; and DOES 1 through 10, inclusive*, USDC Case No. CV08-0351 PSG (JTLx) (the "First Ronaele Action").

The First Shelby Action was filed on October 25, 2005, is the ***first filed of these related cases*** and was assigned to the Honorable James Otero, sitting in the United States District Court, Central District of California. The Second Shelby Action was filed on October 23, 2007, and, following the filing of the Notice of

Related Cases by the Halicki Parties, the case was transferred to and also assigned to the Honorable James Otero.

The First Ronaele Action was filed by the Halicki Parties in the United States District Court, Central District of California, on January 18, 2008 and assigned to the Honorable Judge Philip S. Gutierrez in the United States District Court, Central District of California. On February 25, 2008, the Halicki Parties filed a Notice of Related Cases in the First Ronaele Action seeking, for the reasons listed below, to transfer to case to Judge Otero. The request to transfer the First Ronaele Action is currently pending.

In the First and Second Shelby Actions and the First Ronaele Action, the Halicki parties seek to enforce their intellectual property rights against alleged infringers. The plaintiffs in the three actions are identical. Further, the intellectual property in this action as well as all of the aforementioned cases are based upon the same copyright, trademarks and trade dress. This action, as well as the aforementioned cases, arise from the same or substantially identical infringing actions of the defendants in producing, manufacturing and selling "knock offs" of the Halicki Parties' protected intellectual property.

As set forth in the First Amended Complaint in the Second Shelby Action and the First Ronaele Action, which are attached hereto as Exhibits A and B for the Court's convenience, the Halicki Parties are the exclusive holders of the copyrights in and to, among other things, the 1974 original motion picture "Gone in 60 Seconds" (the "Original Movie"), the character of "Eleanor" from the Original and the 2000 remake of "Gone in 60 Seconds" by Hollywood Pictures (the "Remake"), the "Gone in 60 Seconds" and "Eleanor" trademarks, and the "Eleanor" trade dress. The central issue in all four of the actions, including the instant action, involves the rights in and to the look, mark, name, and character of "Eleanor" from the Remake.

Eleanor as she appears in the Remake is a vintage Ford Fastback Mustang which was "tricked out" for the movie to look like a "futuristic movie version" of a

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Ford Mustang Shelby GT500, a car developed and produced under the leadership of Lee Iacocca, who became known as the "Father of the Mustang." However, Eleanor in the Remake is not an authentic 1967 Shelby Mustang. Not only was Eleanor's body or shell not built utilizing an authentic Shelby Mustang, Eleanor in the Remake contained various design elements that were unique to Eleanor, which do not appear on any stock versions of the Ford Fastbacks or the Shelby GT500s. There has never been an Eleanor in the Original Movie or the Remake that was built from a Shelby GT500.

Eleanor was purposefully and conspicuously featured on all promotional, marketing, advertising and merchandising materials for the Remake, including, among other things, movie posters, DVD covers, CD covers, and banners. Additionally, Eleanor from the Remake as well as Eleanor from the Original Movie have continuously made appearances at various shows and events throughout the nation. The Halicki Parties have continuously and consistently maintained protection over the Eleanor character and "Gone in 60 Seconds," whether in the Original Movie or the Remake. As a result of the Original Movie, the Remake, and all of the efforts of the Halicki Parties to promote, market and commercialize Eleanor, the character of Eleanor and the name and mark of "Eleanor" became indelibly linked and inseparable in the minds of the public with the movie itself. Thus, "Eleanor" has acquired a distinctiveness and a secondary meaning with the consumers. Indeed, she has become an iconic character that is highly coveted and sought after by car enthusiasts throughout the country and abroad.

In or about 2002, the defendants in the First and Second Shelby Actions, including, but not limited to Carroll Shelby (collectively, the "Shelby Parties"), began producing, manufacturing, marketing and selling illegal, knock-offs of Eleanor. As set forth in the First Amended Complaint in the Second Shelby Action, the Shelby Parties make no pretense or apologies about their blatant infringement of the Halicki Parties' trademark or copyright in the Remake or in Eleanor. At no

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time, did the Shelby Parties even attempt to claim that their knock-off vehicles were originals or that they were not identical duplicates of Eleanor from the Remake. To the contrary, in sworn deposition testimony given in a related action, the Shelby Parties admitted that they first learned about Eleanor (and got their idea to rip off Eleanor) after seeing her in the Remake.

Further, despite the fact that the Halicki Parties are the prior users of the "Eleanor" mark and the defendants knew they had no right to such a mark, defendant Carroll Hall Shelby Trust deliberately and wrongfully registered the "Eleanor" trademark with the Patent and Trademark Office, registration number 2837333, for "vehicles, namely, automobiles, engines for automobiles, and structural parts for automobiles." Defendant Carroll Hall Shelby Trust also applied for a registration for the "Eleanor" trademark for "toys, namely, die-cast metal model cars" in 2001, but subsequently abandoned the registration. Defendant Carroll Shelby personally signed at least one of these applications.

In defense to the First and Second Shelby Actions initiated by the Halicki Parties, the Shelby Parties contend that the Halicki Parties' claims are without merit because, by virtue of his registration of the false mark, Carroll Shelby is the proper holder of the trademark "Eleanor."

Along with the improper registration of the "Eleanor" mark, the Shelby Parties began a nation-wide advertising and promotional campaign designed to mislead and defraud the public as to the origin and ownership of Eleanor. This advertising and promotional campaign deliberately and intentionally sought to falsely establish Carroll Shelby as the creator, developer, producer and owner of Eleanor, and the rights holder to the character, mark, look, and dress of Eleanor. As a result of the Shelby Parties' wrongful conduct, the public is, indeed, confused as to the true owners of the intellectual property rights in and to "Eleanor."

This is made abundantly clear by the actions of the defendants in the First Ronaele Action. Subsequent to the filing of the Second Shelby Action, the Halicki

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Parties discovered that the defendants in the First Ronaele Action, including, but not limited to, HST Automotive, Inc. and Ronaele, Inc. (collectively, "HST Parties"), the plaintiffs in the instant action, were also producing, manufacturing, marketing and selling illegal, knock-offs of Eleanor. The only difference between the actions of the HST Parties and the Shelby Parties was that the HST Parties sought to superficially avoid a claim of trademark infringement by calling their car "Ronaele." However, as admitted by the HST Parties, "Ronaele" is simply "Eleanor" spelled backwards and the HST Parties' cars are advertised and billed as "Eleanor" from "Gone in 60 Seconds."

Thus, on January 18, 2008, the Halicki Parties filed the First Ronaele Action for, among other things, copyright infringement, trademark infringement and unfair competition.

In defense to the First Ronaele Action, on or about February 21, 2008, the HST Parties filed the instant Complaint for Declaratory Judgment of Non-Infringement of Trademark, Trade Dress, and Copyright (the "Second Ronaele Action"). In the complaint, the HST Parties seek a declaration from the Court that they did not infringe any copyright or trademark in and to "Eleanor" because such rights are owned by Carroll Shelby. (*See, e.g.*, Complaint, ¶ 19, at 4:1-3, ¶ 15 [*sic*], at 4:11-13.) The Second Ronaele Action is simply an affirmative defense to the claims asserted against the HST Parties by the Halicki Parties in the First Ronaele Action, and is an improper attempt to forum shop. Further, this defense asserted by the HST Parties in the Second Ronaele Action ***mirrors*** the defense of the Shelby Parties in the First and Second Shelby Actions.

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Accordingly, the four cases call for determination of the same or substantially identical questions of law and fact. If the cases were heard by different Courts, it would entail substantial duplication of labor and may potentially result in inconsistent rulings. Thus, for matter of judicial economy and efficiency, the Halicki Parties respectfully request that the instant case be transferred to the Honorable James Otero sitting in the United States District Court, Central District of California. At a minimum, the Halicki Parties respectfully request that the instant case be transferred to the Honorable Philip S. Gutierrez in the United States District Court, Central District of California, as the instant case is simply an affirmative defense and/or compulsory counterclaims to the First Ronaele Action.

DATED: March 11, 2008

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By /s/
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